

ASWP BY-LAWS

ARTICLE I: NAME

The name of the corporation is AUDUBON SOCIETY OF WESTERN PENNSYLVANIA ("ASWP"). ASWP is governed by the Pennsylvania Nonprofit Corporation Law of 1988 or its most recent successor statute, if any.

ARTICLE II: MISSION STATEMENT

The mission of ASWP is as set forth in its Mission Statement adopted by its Board of Directors, as the same may be revised or modified from time to time by its Directors. Currently such Mission Statement reads: Audubon Society of Western Pennsylvania connects the people of southwestern Pennsylvania to birds and nature through our programs, projects, and places.

ARTICLE III: DIRECTORS

Section 1. Powers of Directors. The business, property, and affairs of ASWP shall be managed and controlled by the Board of Directors. Each Director shall be entitle to one vote on all matters coming before the board, subject to any conflict of interest considerations. Action by the Board and its duly authorized committees pursuant to these Bylaws shall be final and binding upon this organization.

Section 2. Number and Term. There shall be at least 12 Directors and not more than 21 Directors, the exact number to be set from time to time by formal action of the Board of Directors. Directors must be Members of ASWP in good standing and may not serve more than two consecutive three-year terms plus the interim time after his or her election by the Directors until the start of the next fiscal year provided, however, that a Director who is elected to be an officer of ASWP shall continue to be a Director until he shall cease to be an officer. Each Director shall hold office until the expiration of the term or until said Director's earlier death, resignation or removal.

Section 3. Removal of Directors. The Board of Directors or the Executive Committee may remove a Director (effective immediately upon the Board or the Executive Committee taking such action) if such Director has not attended three or more consecutive meetings of the Directors and if, in the judgment of the Board or such Committee, such Director has not presented a legitimate excuse for such absences. Any Director may be removed, with or without cause, by a supermajority vote of three-quarters (75%) of the Board.

Section 4. Election. Candidates will be suggested to the Executive Committee, who shall submit a slate of candidates to the Full Board prior to the start of the Fiscal Year. Directors shall be elected by a majority vote of the Board at the Annual Meeting described below in Section 5.

Section 5. Annual and Regular Meetings; Notice. The Board of Directors shall hold an annual meeting for the election of officers and the transaction of other proper business. The Board of Directors may hold regular meetings at such time as the Board determines.

Notice of annual or regular meetings of the Board shall be provided at least two days prior to the meeting by telephone or other electronic or written method to each Director Any business may be transacted at any regular meeting.

Section 6. Special Meetings; Notice. Special meetings of the Board of Directors may be called at any time by the Board itself, or by the President, or by at least two Directors, to be held at such place and day and hour as shall be specified by the person or persons calling the meeting. Notice of every special meeting of the Board of Directors shall be given by the Secretary to each Director at least two days before the meeting. Any business may be transacted at any special meeting regardless of whether the notice calling such meeting contains a reference thereto, except as otherwise required by law.

From time to time, the directors may find it necessary to take immediate action on an issue before the next regularly scheduled meeting and for which a special meeting is not possible or warranted. In such cases, electronic voting via fax, e-mail, or

other electronic media may be used provided that all votes can be verified and that all decisions are unanimous.

Section 7. Vacancies. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, may be filled by a majority vote of the Directors then voting though less than a quorum, and each person so elected shall be a Director to serve until the next annual meeting of members and until his or her successor has been selected and qualified or until his or her earlier death, resignation or removal.

Section 8. Quorum of and Action By Directors. One-third of the Directors in office shall constitute a quorum for the transaction of business, and the acts of a majority of Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board of Directors except where a different vote is required by law or the Articles or these By-laws. Every Director shall be entitled to one vote. In cases where the quorum present is less than one-half of the total board, all votes must be unanimous.

For the sake of determining quorum or for voting on matters brought before the board, Directors will be considered in attendance at any regular or special Full Board or Committee meetings in they are in real-time, two-way communications with the meeting via telephone or other electronic media.

Section 9. Presiding Officer. All meetings of the Board of Directors shall be called to order and presided over by the

President, or, in the absence of the President, a Vice President (in order of seniority), or, in their absence by the Executive Director, failing whom by a chairperson of the meeting elected at such meeting by the Directors present.

Section 10. Resignation. Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time of its receipt by ASWP, unless a subsequent time be fixed in the resignation, in which case at that time. The acceptance of a resignation shall not be required to make it effective.

Section 11. Director Emeriti. By reason of her or his distinguished service to ASWP, any individual may be considered for election as an honorary, nonvoting Director Emerita or Emeritus at any Meeting the Board of Directors, to hold office for life or such other period as the Directors may determine or until his resignation or removal, as provided in these By-laws. No more than two Directors Emeriti shall be elected in any one fiscal year, nor may there be more than twelve living Directors Emeriti at any given time. Directors Emeriti shall receive notice of all meetings of the Board and copies of all other communications mailed to the Board of Directors and may attend all meetings of the Board.

Section 12. Personal Liability of Directors.

(a) Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the

liability of directors, no Director of ASWP shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.

(b) **Nature and Extent of Rights.** The provisions of this Section shall be deemed to be a contract between ASWP and each Director who serves as such at any time while this Section is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any By-Law or provision of the Articles of ASWP which has the effect of increasing Director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, By-Law or provision.

ARTICLE IV: INDEMNIFICATION

(a) **Right to Indemnification.**

- (1) As used in this Article, the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a party (other than an action by ASWP) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a Director or officer of ASWP.
- (2) Unless in a particular case indemnification would jeopardize ASWP's tax exempt status under Section 501(a) of the Internal Revenue Code (the "Code") or result in ASWP's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each Director and officer of ASWP shall be entitled as of right to be indemnified by ASWP against expenses and any liability paid or incurred by such person (i) in the defense of

any Action to which such person is a party or (ii) in connection with any other Action.

- (3) A person who is not a Director or officer of ASWP may be similarly indemnified in respect of service to ASWP to the extent the Board at any time designates such person as entitled to the benefits of this Article.
- (4) As used in this Article, "indemnitee" shall include each Director and each officer of ASWP and each other person designated by the Board as entitled to the benefits of this Article; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnitee only (i) if ASWP has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by ASWP, or (ii) if it shall have been determined pursuant to Section (c) hereof that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that Section.

(b) **Right to Advancement of Expenses.** Unless in a particular case advancement of expenses would jeopardize ASWP's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c) (3) of the Code, every indemnitee shall be entitled as of right to have his expenses in defending any Action paid in advance by ASWP, as incurred, provided that ASWP receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

(c) **Right of Indemnitee to Initiate Action; Defenses.**

- (1) If a written claim under Section (a) or Section (b) of this Article is not paid in full by ASWP within thirty days after such claim has been received by ASWP, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if

successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.

- (2) The only defenses to an action to recover a claim for indemnification otherwise properly asserted under Section (a) shall be (i) that the indemnitee's conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize ASWP's tax exempt status under Section 501(a) of the Code or result in ASWP's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on ASWP.
- (3) The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under Section (b) shall be that the indemnitee failed to provide the undertaking required by Section (b).

(d) **Non-Exclusivity; Nature and Extent of Rights.** The rights to indemnification and advancement of expenses provided for in this Article shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves ASWP at any time while this Article is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Article), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Article and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

**ARTICLE V: DIRECTOR APPROVAL OF ASWP
ARRANGEMENTS WITH NATIONAL AUDUBON SOCIETY**

The Board of Directors is authorized to continue, amend, or terminate such arrangements with the National Audubon Society

("NAS") whereby ASWP shall operate as a Chapter of NAS as the Directors may from time to time approve, provided that such arrangements shall be consistent with the mission of ASWP and be terminable by ASWP on not more than six months' notice to NAS.

ARTICLE VII: OFFICERS

Section 1. Officers. The officers of ASWP shall be a President, one or more Vice Presidents as the Board may determine, a Secretary and a Treasurer. Each such officer shall be a Director. There shall also be an Executive Director who shall be an officer of ASWP, but not a Director.

Section 2. Election. The Board of Directors shall elect the officers at the annual meeting of the Board or from time to time as the Board shall determine. Each officer shall serve for a two-year term and be eligible for reelection for one additional term.

Section 3. The President. The President shall preside at all meetings of the Board and of the Executive Committee at which he or she is present. Subject to the control of the Board of Directors, the President shall see that the policies and programs adopted or approved by the Board are carried out and shall be the Director principally responsible for liaison with the Executive Director. The President shall exercise such further powers and duties as from time to time may be prescribed in these By-laws or by the Board of Directors.

Section 4. The Vice Presidents. The Vice Presidents may be given by resolution of the Board general executive powers, subject to the control of the President, concerning one or more or all segments of the operations of ASWP. The Vice Presidents shall exercise such further powers and duties as from time to time may be prescribed in these By-laws or by the Board of Directors or the President. At the request of the President, or in his absence or disability, the senior Vice President shall exercise the powers and duties of the President, including presiding at meetings.

Section 5. The Secretary and Assistant Secretaries. It shall be the duty of the secretary (a) to insure that an original or duplicate record of the proceedings of the Board of Directors, and a copy of the Articles and of the By-laws; (b) to give such notices as may be required by law or these By-laws; (c) to be custodian of the corporate records and of the seal of ASWP and see that the seal is affixed to such documents as may be necessary or advisable; and (d) to exercise all powers and duties incident to the office of secretary. The secretary shall have such further powers and duties as from time to time may be prescribed in these By-laws or by the Board of Directors or the President. The secretary by virtue of such office shall be an Assistant Treasurer. Each officer of ASWP (other than the secretary) by virtue of his or her office shall be an assistant secretary. At the direction of the secretary or in his or her absence or disability, an assistant secretary shall exercise the powers and duties of the secretary.

Section 6. The Treasurer. The Treasurer shall have general supervision of all fiscal affairs of ASWP. It shall be the duty of the Treasurer with the assistance of the President, the Executive Director and staff of ASWP (a) to keep ASWP's contracts, insurance policies, leases, deeds and other business records; (b) to see that ASWP's lists, books, reports, statements, tax returns, certificates and other documents and records required by law are properly prepared, kept and filed; (c) to be responsible for ASWP's funds; (d) to cause the funds of ASWP to be disbursed by payment in cash or by checks or drafts upon the authorized depositories of ASWP; (e) to cause ASWP to keep appropriate, complete and accurate books and records of account of all ASWP's business and transactions; and (f) to exercise all powers and duties incident to the office of Treasurer. The Treasurer shall have such further duties from time to time as may be prescribed in these By-laws or by the Board of Directors or the President.

Section 7. The Executive Director. The Executive Director shall be the chief executive officer of ASWP and shall implement policy set by the Board of Directors and oversee the day-to-day operations of ASWP. The Executive Director shall evaluate staff performance and be responsible for engaging and dismissing staff as necessary. The Executive Director shall have general authority over the business and affairs of ASWP in the interim between meetings of the Board and the Executive Committee.

Section 8. Vacancies. Any vacancy in any office or position by reason of death, resignation, removal, disqualification,

disability or other cause shall be filled for the unexpired term in the manner provided in this Article VI for regular election or appointment to such office.

Section 9. Removal; Resignation. Any officer or agent of the ASWP may be removed by a supermajority vote of three-quarters (75%) of the Board of Directors with or without cause. Election or appointment of an officer or agent shall not, of itself, create any contract rights in the person so elected or appointed. Any officer may resign at any time upon written notice to ASWP. The resignation shall be effective upon receipt thereof by ASWP or at such subsequent time as may be specified in the notice of resignation.

ARTICLE VIII: COMMITTEES

Section 1. Designation of Committees. The Board of Directors may create, from time to time, such Committees as it deems appropriate for the operations and governance of ASWP. The members of such Committees who are Directors shall be approved by the Board. Except for the Executive Committee, only one member of each Committee need be a Director. A Committee, to the extent provided in the resolution of the Board of Directors creating it, shall have and may exercise all the powers and authority granted to it by the Board of Directors except that a Committee shall not have any power or authority as to: (i) the submission to Members of any action requiring the approval of Members pursuant to the Nonprofit

Corporation Law, as it may hereafter be amended, (ii) the creation or filling of vacancies in the Board of Directors, (iii) the adoption, amendment or repeal of the By-laws, (iv) the amendment, adoption or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board, or (v) action on matters committed by the By-laws or resolution of the Board to another committee of the Board. Each Committee of the Board shall serve at the pleasure of the Board.

Section 2. Executive and Finance Committees. There shall be an Executive Committee, the Members of which shall consist of the President, each of the Vice Presidents, the Treasurer, the Secretary, the Chairs of all Standing Committees, and such other Directors as the Board of Directors may determine. The Executive Committee shall have all the power of the Board in the interim between meetings of the Board except as provided in the preceding Section. There shall also be a committee whose responsibilities include the financial resources of the organization consisting of the President, the Treasurer and the Executive Director and such other Directors as the Board may determine. This Committee shall have the duties with respect to the Endowment, shall review and report to the Board upon the annual audit of ASWP's financial statements, shall assist the Executive Director in establishing, maintaining and periodically reviewing the financial affairs of ASWP, shall review and present to the Board for approval ASWP's budget for the immediately following fiscal year and shall have

such other duties as the Board of Directors may from time to time determine.

Section 3. Committee Rules. Unless the Board of Directors provides otherwise by resolution, each Committee shall conduct its business and take action in the same manner as the Board conducts its business pursuant to the Articles and these By-laws.

**ARTICLE IX: MISCELLANEOUS CORPORATE
TRANSACTIONS AND DOCUMENTS**

Execution of Notes, Checks, Contracts and Other Instruments.

All notes, bonds, drafts, acceptances, checks, endorsements (other than for deposit), guarantees and all evidences of indebtedness of ASWP whatsoever, and all deeds, mortgages, contracts and other instruments requiring execution by ASWP, may be signed by the President, the Executive Director, any Vice President, the Secretary or the Treasurer, and/or any other person approved by the Board of Directors, and authority to sign any of the foregoing, which may be general or confined to specific instances, may be conferred by the Board of Directors upon any other person or persons. Any single check greater than \$10,000.00 requires two signatures. Any person having authority to sign on behalf of ASWP may delegate, from time to time, by instrument in writing, all or any part of such authority to any other person or persons if authorized to do so by the Board of Directors, which authority may be general or confined to specific instances. Facsimile signatures on checks may be used if authorized by the Board of Directors.

ARTICLE X: PRINCIPAL PLACE OF BUSINESS

The principal place of business of ASWP shall be Beechwood Farms Nature Reserve, 614 Dorseyville Road, Pittsburgh, PA 15238.

ARTICLE XII: AMENDMENTS

These By-laws may be amended, altered or repealed, and new By-laws may be adopted, by a majority of the Board of Directors. Notice of any proposed change in the By-laws shall be sent to all Directors at least one week prior to the meeting in question. No provision of these By-laws shall vest any property or contract right in any person except to the extent provided in Article IV, Section 6(b).

ARTICLE XIII: MISCELLANEOUS

Section 1. Gender. Wherever gender is used herein it is intended to include masculine, feminine, and any/all other forms, or none.

Section 2. Corporate Seal. The Board of Directors shall prescribe the form of a suitable corporate seal, which shall contain the full name of ASWP and the year and state of incorporation.

Section 3. Fiscal Year. The fiscal year of ASWP shall begin on the first day of July and end on the last day of June.

Section 4. Annual Report. The Board of Directors shall present an annual report to the members in accordance with Section 5553 of the Pennsylvania Nonprofit Corporation Law of 1988.

Section 5. Disposition of Assets on Termination. Upon the liquidation or termination of ASWP's existence none of its assets shall be paid or distributed to any individual or to any entity not an organization meeting the requirements of Section 501(c)(3) of the Code or the comparable provision then in effect.

Section 6. Inclusivity Statement. ASWP is committed to promoting access to all its board, staff, and volunteer positions, as well as all its programs, activities, and facilities to all people without regards to race, ethnicity, gender, gender identity, sexual orientation, age, socioeconomic status, physical disability, or any factor which denies the essential humanity of any people.